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December 10, 2010

VIA ELECTRONIC FILING

Ms. Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Room 1034
Washington, DC 20423-0001

ENTERED
Office of Proceedings

DEC 10 2010

Part of
Public Record

Re: **Docket No. 42121**
Total Petrochemicals USA, Inc. v.
CSX Transportation, Inc., et al.

Dear Ms. Brown:

Enclosed for filing in the above-captioned proceeding is the **Answer of Pioneer Valley Railroad Company, Inc. to Second Amended Complaint**, dated December 10, 2010.

Please feel free to contact me should any questions arise regarding this filing.
Thank you for your assistance on this matter.

Respectfully submitted,


Thomas J. Litwiler
Attorney for Pioneer Valley
Railroad Company, Inc.

TJL:tl

Enclosure

cc: Parties on Certificate of Service

BEFORE THE
SURFACE TRANSPORTATION BOARD

DOCKET NO. 42121

TOTAL PETROCHEMICALS USA, INC.

v.

CSX TRANSPORTATION, INC.; CAROLINA PIEDMONT DIVISION;
GEORGIA WOODLANDS RAILROAD, LLC; MADISON RAILROAD;
MOHAWK, ADIRONDACK & NORTHERN RAILROAD CORP.;
NEW HOPE & IVYLAND RAILROAD; PIONEER VALLEY RAILROAD;
R.J. CORMAN RAILROAD COMPANY (MEMPHIS); SEMINOLE GULF RAILWAY L.P.;
SEQUATCHIE VALLEY RAILROAD COMPANY
AND SOUTH BRANCH VALLEY RAILROAD

**ANSWER OF PIONEER VALLEY RAILROAD COMPANY, INC.
TO SECOND AMENDED COMPLAINT**

Thomas J. Litwiler
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Chicago, Illinois 60606-2832
(312) 252-1500

**ATTORNEY FOR PIONEER VALLEY
RAILROAD COMPANY, INC.**

Dated: December 10, 2010

BEFORE THE
SURFACE TRANSPORTATION BOARD

DOCKET NO. 42121

TOTAL PETROCHEMICALS USA, INC.

v.

CSX TRANSPORTATION, INC.; CAROLINA PIEDMONT DIVISION;
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MOHAWK, ADIRONDACK & NORTHERN RAILROAD CORP.;
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R.J. CORMAN RAILROAD COMPANY (MEMPHIS); SEMINOLE GULF RAILWAY L.P.;
SEQUATCHIE VALLEY RAILROAD COMPANY
AND SOUTH BRANCH VALLEY RAILROAD

**ANSWER OF PIONEER VALLEY RAILROAD COMPANY, INC.
TO SECOND AMENDED COMPLAINT**

Pursuant to 49 C.F.R. § 1111.4 and the Board's decision in this docket served November 19, 2010, Pioneer Valley Railroad Company, Inc. ("PVRR"), hereby files this answer to the Second Amended Complaint of Total Petrochemicals USA, Inc. ("TPI") dated October 4, 2010.

The first two unnumbered paragraphs of the Second Amended Complaint contain a narrative and characterization of the Second Amended Complaint to which no response is required. In response to the allegations contained in the numbered paragraphs of the Second Amended Complaint, PVRR states as follows:

1. PVRR lacks sufficient knowledge or information to admit or deny the allegations of Paragraph 1 of the Second Amended Complaint.
2. PVRR admits that it is a common carrier by rail that engages in the transportation of property in interstate commerce, and that it is subject the jurisdiction of the

Surface Transportation Board under 49 U.S.C. §§ 10101, et seq. PVRR lacks sufficient knowledge or information to admit or deny the remaining allegations of Paragraph 2 of the Second Amended Complaint.

3. PVRR admits the allegations of Paragraph 3 of the Second Amended Complaint.

4. PVRR lacks sufficient knowledge or information to admit or deny the allegations of Paragraph 4 of the Second Amended Complaint.

5. PVRR lacks sufficient knowledge or information to admit or deny the allegations of Paragraph 5 of the Second Amended Complaint.

6. PVRR lacks sufficient knowledge or information to admit or deny the allegations of Paragraph 6 of the Second Amended Complaint.

7. PVRR lacks sufficient knowledge or information to admit or deny the allegations of Paragraph 7 of the Second Amended Complaint.

8. PVRR lacks sufficient knowledge or information to admit or deny the allegations of Paragraph 8 of the Second Amended Complaint.

9. PVRR lacks sufficient knowledge or information to admit or deny the allegations of Paragraph 9 of the Second Amended Complaint.

10. PVRR denies the allegations of Paragraph 10 of the Second Amended Complaint. Answering further, PVRR states that its full and correct corporate name is "Pioneer Valley Railroad Company, Inc.", and further states that its current business and mailing address is 100 Springdale Road, Westfield, Massachusetts 01085.

11. PVRR lacks sufficient knowledge or information to admit or deny the allegations of Paragraph 11 of the Second Amended Complaint.

12. PVRR lacks sufficient knowledge or information to admit or deny the allegations of Paragraph 12 of the Second Amended Complaint.

13. PVRR lacks sufficient knowledge or information to admit or deny the allegations of Paragraph 13 of the Second Amended Complaint.

14. PVRR lacks sufficient knowledge or information to admit or deny the allegations of Paragraph 14 of the Second Amended Complaint.

15. Paragraph 15 of the Second Amended Complaint consists of a characterization of the Second Amended Complaint to which no response is required.

16. PVRR lacks sufficient knowledge or information to admit or deny the allegations of Paragraph 16 of the Second Amended Complaint.

17. PVRR admits that it has previously participated with CSXT in the interline movement of the traffic identified as Lane 114 in Exhibit B to the Second Amended Complaint. PVRR admits that CSXT has published rates for the Lane 114 traffic, but denies that, as between CSXT and PVRR, the rates are "AAR Accounting Rule 11 rates." PVRR lacks sufficient knowledge or information to admit or deny the remaining allegations of Paragraph 17 of the Second Amended Complaint.

18. PVRR lacks sufficient knowledge or information to admit or deny the allegations of Paragraph 18 of the Second Amended Complaint.

19. PVRR lacks sufficient knowledge or information to admit or deny the allegations of Paragraph 19 of the Second Amended Complaint.

20. PVRR lacks sufficient knowledge or information to admit or deny the allegations of Paragraph 20 of the Second Amended Complaint.

21. PVRR lacks sufficient knowledge or information to admit or deny the allegations of Paragraph 21 of the Second Amended Complaint.

22. PVRR admits that, in the absence of a transportation contract, TPI would pay tariff rates for the movement of Lane 114 traffic. Answering further, PVRR states that such rates are published in CSXT price authority 28211. PVRR denies that the tariff rates for Lane 114 traffic are unreasonable. PVRR lacks sufficient knowledge or information to admit or deny the remaining allegations of Paragraph 22 of the Second Amended Complaint.

23. Paragraph 23 of the Second Amended Complaint states a legal conclusion to which no response is required. To the extent a response is required, PVRR denies the allegations of Paragraph 23 with respect to the Lane 114 traffic. PVRR lacks sufficient knowledge or information to admit or deny the remaining allegations of Paragraph 23 of the Second Amended Complaint.

24. Paragraph 24 of the Second Amended Complaint states a legal conclusion to which no response is required. To the extent a response is required, PVRR lacks sufficient knowledge or information to admit or deny the allegations of Paragraph 24 of the Second Amended Complaint.

25. Paragraph 25 of the Second Amended Complaint states a legal conclusion to which no response is required. To the extent a response is required, PVRR denies the allegations of Paragraph 25 with respect to the Lane 114 traffic. PVRR lacks sufficient knowledge or information to admit or deny the remaining allegations of Paragraph 25 of the Second Amended Complaint.

26. Paragraph 26 of the Second Amended Complaint states a legal conclusion to which no response is required. To the extent a response is required, PVRR denies the

allegations of Paragraph 26 with respect to the Lane 114 traffic. PVRR lacks sufficient knowledge or information to admit or deny the remaining allegations of Paragraph 26 of the Second Amended Complaint.

27. Paragraph 27 of the Second Amended Complaint states a legal conclusion to which no response is required. To the extent a response is required, PVRR denies the allegations of Paragraph 27 with respect to the Lane 114 traffic. PVRR lacks sufficient knowledge or information to admit or deny the remaining allegations of Paragraph 27 of the Second Amended Complaint.

28. Paragraph 28 of the Second Amended Complaint states a legal conclusion to which no response is required. To the extent a response is required, PVRR denies the allegations of Paragraph 28 with respect to the Lane 114 traffic. PVRR lacks sufficient knowledge or information to admit or deny the remaining allegations of Paragraph 28 of the Second Amended Complaint.

29. Paragraph 29 of the Second Amended Complaint consists of a characterization of the Second Amended Complaint to which no response is required.

The remaining unnumbered paragraph of the Second Amended Complaint states requests for relief and legal conclusions. PVRR denies that TPI is entitled to any of the relief it seeks in this proceeding with respect to PVRR and the Lane 114 traffic. Answering further, PVRR specifically denies that use of the stand-alone cost methodology in this proceeding is appropriate as to PVRR, and denies that PVRR has market dominance over the Lane 114 traffic.

WHEREFORE, PVRR respectfully requests that the Board deny TPI's complaint with respect to PVRR.

Respectfully submitted,

By: 

Thomas J. Litwiler
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**ATTORNEY FOR PIONEER VALLEY
RAILROAD COMPANY, INC.**

Dated: December 10, 2010

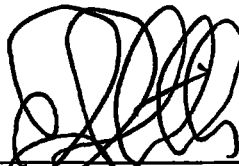
CERTIFICATE OF SERVICE

I hereby certify that on this 10th day of December, 2010, a copy of the foregoing
Answer of Pioneer Valley Railroad Company, Inc. to Second Amended Complaint was
served by electronic delivery upon:

Jeffrey O. Moreno, Esq.
Thompson Hine LLP
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and by first class mail, postage prepaid, upon the other short-line defendants to this proceeding.



Thomas J. Litwiler